

WYCHE, BURGESS, FREEMAN & PARHAM

C. GRANVILLE WYCHE  
ALFRED F. BURGESS  
C. THOMAS WYCHE  
DAVID L. FREEMAN  
JAMES C. PARHAM, JR.  
JAMES M. SHOEMAKER, JR.  
WILLIAM W. KEHL  
CHARLES W. WOFFORD  
LARRY D. ESTRIDGE  
D. ALLEN GRUMBINE  
CARY H. HALL, JR.  
CARL F. MULLER

PROFESSIONAL ASSOCIATION

ATTORNEYS AT LAW

GREENVILLE, SOUTH CAROLINA 29603

October 25, 1978

POST OFFICE BOX 10207  
44 EAST CAMPERDOWN WAY  
CABLE ADDRESS: JURAL  
TELEPHONE 803-242-3131

RECORDATION NO. 9704-C Filed 1425

OCT 31 1978-9 20 AM

8-304A010

INTERSTATE COMMERCE COMMISSION

No.

Date OCT 31 1978

Fee \$10.00

Interstate Commerce Commission  
12th & Constitution Ave., N.W.  
Washington, D. C. 20423

ICC Washington, D. C.

Attention: Mrs. Lee, Room 1227

Dear Mrs. Lee:

Enclosed herewith for filing are three originals of an Amendment to Lease Agreement between National Railway Utilization Corporation, as Lessor, and Middletown & New Jersey Railway Co., Inc., as Lessee. The Lease Agreement was filed with the Interstate Commerce Commission on September 22, 1978, and bears Recordation No. 9704-A.

This Lease Amendment covers One Hundred Thirty-three (133) 70-ton, 50' 6", Type XM Boxcars, bearing Road Numbers MNJ 120560 through MNJ 120692, both inclusive.

The address for National Railway Utilization Corporation is 1100 Centre Square East, 1500 Market Street, Philadelphia, Pa. 19102. The address for Middletown & New Jersey Railway Co., Inc. is 140 East Main Street, Middletown, N.Y. 10940.

Our check in the amount of \$10.00 is enclosed to cover the filing fee.

Please return the original and one copy to William W. Kehl, Esq., at P. O. Box 10207, Greenville, S. C. 29603, with the recording data stamped thereon.

Very truly yours,

*William W. Kehl*

William W. Kehl

RECEIVED  
OCT 31 9 15 AM '78  
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WWK:ebw

Enclosures.

**Interstate Commerce Commission**  
**Washington, D.C. 20423**

11/1/78

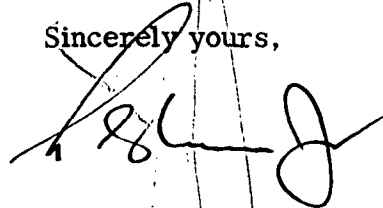
OFFICE OF THE SECRETARY

William W. Kehl  
Wyche, Burgess, Freeman & Parham  
P.O.Box 10207  
44 East Camperdown Way  
Greenville, South Carolina 29603

Dear Sir:

The enclosed document(s) was recorded pursuant to the  
provisions of Section 20(c) of the Interstate Commerce Act,  
49 U.S.C. 20(c), on 10/31/78 at 9:20am  
and assigned recordation number(s) 9704-C

Sincerely yours,



H.G. Homme, Jr.,  
Acting Secretary

Enclosure(s)

SE-30-T  
(2/78)

OCT 31 1978-9 20 AM

AMENDMENT to LEASE ~~INTERSTATE COMMERCE COMMISSION~~ AMENDMENT, made on the 13th day of October, 1978, between National Railway Utilization Corporation (Lessor) and Middletown & New Jersey Railway Co., Inc. (Lessee). The parties hereby amend as follows their Lease Agreement dated August 30, 1978, filed with the Interstate Commerce Commission on September 22, 1978 under Recordation No. 9704-A:

Lease Schedule No. 2 is hereby incorporated into and made a part of the foregoing Lease Agreement and the equipment described in Schedule No. 2 is hereby made subject to the terms of said Lease Agreement.

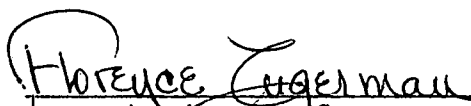
IN WITNESS WHEREOF, this Amendment to Lease has been duly executed as of the date first above written.

NATIONAL RAILWAY UTILIZATION CORPORATION

BY: 

President

ATTEST:

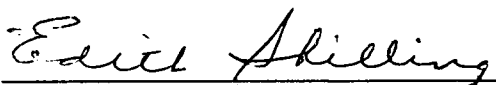
  
Assistant Secretary

MIDDLETOWN &amp; NEW JERSEY RAILWAY CO., INC.

BY: 

President

ATTEST:

  
Edith Shilling, Asst. Secretary

LEASE SCHEDULE NO. 2

Lease Schedule, dated this 13th day of October, 1978, by and between National Railway Utilization Corporation (NRUC), and Middletown & New Jersey Railway Co., Inc. ("Lessee").

The Boxcars described herein are leased to Lessee subject to the terms and conditions of that certain Lease of which this Schedule is a part between NRUC and Lessee, dated August 30, 1978 and filed with the Interstate Commerce Commission on September 22, 1978, under Recordation Number 9704-A.

DESCRIPTION OF CAR:            Seventy-ton, 50 foot, 6 inch, Type XM  
Boxcar

NUMBER OF CARS:            One Hundred Thirty Three    (133) - *ATR*  
~~XXXXXXXXXXXXXXXXXX~~

REPORTING NUMBERS AND MARKS:            120560 - *ATR*  
MNJ ~~XXXXXX~~ - MNJ 120692  
(both inclusive)

TERM:            Ten (10) years from the date of delivery and acceptance  
of each Boxcar covered by this Schedule.

SPECIFICATION DESIGNATED BY LESSEE:

Middletown & New Jersey Railway markings

PLACE OF DELIVERY:        Initial load

MIDDLETOWN & NEW JERSEY RAILWAY  
CO., INC., Lessee

BY: *Linn T. Rasmussen*

NATIONAL RAILWAY UTILIZATION  
CORPORATION, Lessor

BY: *John H. [Signature]*

STATE OF Ohio )

COUNTY OF Phila. )

On this 18<sup>th</sup> day of October, 1978, before me personally appeared John H. Gue, to me personally known, who, being by me duly sworn, says that he is President of National Railway Utilization Corporation, and Glorance Zugerman, to me personally known to be the Asst. Secretary of said corporation; that the seal affixed to the foregoing instrument is the corporate seal of said corporation; that said instrument was signed and sealed on behalf of said corporation by authority of its Board of Directors, and they acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

Dorlene Marquette  
Notary Public

My Commission Expires: My Commission Expires Sept. 13, 1980

STATE OF NEW YORK )

COUNTY OF ORANGE )

On this 13<sup>th</sup> day of October, 1978, before me personally appeared PIERRE T. RASMUSSEN, to me personally known, who, being by me duly sworn, says that he is the President of Middletown & New Jersey Railway Company, Inc., and Edith Shilling, to me personally known to be the Asst. Secretary of said corporation; that the seal affixed to the foregoing instrument is the corporate seal of said corporation; that said instrument was signed and sealed on behalf of said corporation by authority of its Board of Directors, and they acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

William F. Smith  
Notary Public

My Commission Expires: March 30, 1979